

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.

Chapter 11

Case No. 12-12080 (SCC)

Jointly Administered

LIGHTSQUARED LP, LIGHTSQUARED INC.,
LIGHTSQUARED INVESTORS HOLDINGS INC.
TMI COMMUNICATIONS DELAWARE,
LIMITED PARTNERSHIP, LIGHTSQUARED GP INC.,
ATC TECHNOLOGIES, LLC, LIGHTSQUARED CORP.,
LIGHTSQUARED INC. OF VIRGINIA,
LIGHTSQUARED SUBSIDIARY LLC,
SKYTERRA HOLDINGS (CANADA) INC., AND
SKYTERRA (CANADA) INC.,

Adv. Pro. No. 13-1390 (SCC)

Plaintiff-Intervenors,

-against-

SP SPECIAL OPPORTUNITIES LLC,
DISH NETWORK CORPORATION,
ECHOSTAR CORPORATION,
AND CHARLES W. ERGEN,

Defendants.

MEDIATOR'S MEMORANDUM UNDER ¶¶ 14 AND 15 OF MEDIATION ORDER

By the Court's Order Selecting Mediator and Governing Mediation Procedure, dated May 28, 2014 (the "Mediation Order"), the Court directed the mediation of issues pertaining to a chapter 11 plan in this case, as set forth in ¶ 2 of the Mediation Order, and appointed me as the mediator. This is the mediator's memorandum, filed as directed by ¶ 14 of the Mediation Order.

As scheduled in advance as provided in ¶¶ 3 and 7 of the Mediation Order, the Court held three day-long mediation sessions, on June 9, 17 and 23, 2014. I informed the parties before the start of the mediation and at each session that the mediation would cease at the end of the June 23, 2014 session. The principal of one party, SPSO/Charles Ergen, left the mediation on June 23, 2014 without my permission; I informed that party's counsel, who remained at that the session, that I was willing to continue the mediation, notwithstanding the ground-rule that it would end at the conclusion of the June 23, 2014 session, if SPSO made a certain proposal by 5:00 p.m. on June 24, 2014. Such proposal was not made. Since June 23, 2014, I have participated in several phone calls regarding details of the agreements reached during the mediation. I am prepared to continue that role if the parties seek it; however, the global mediation directed by the Mediation Order has ended.

As contemplated by ¶¶ 4 and 5 of the Mediation Order, while scheduling the mediation sessions I informed all parties that each would be required to attend all three sessions with at least one principal or, as specifically authorized for the first two sessions for one party, SPSO, by a representative with settlement authority. A list of the participants in the mediation and, as provided in ¶ 14 of the Mediation Order, the business addresses and telephone numbers of the counsel and advisors who participated, is attached.

As provided in ¶ 14 of the Mediation Order, I report that the mediation was primarily successful. With the exception of one party, all of the parties to the mediation have agreed on the key business terms of a chapter 11 plan for the debtors that should be confirmable without the support of the one party, SPSO, which has not agreed.

There clearly is no requirement that a mediation party reach agreement with any other party. I believe, however, and report consistent with ¶ 15 of the Mediation Order, that SPSO/Charles Ergen have not participated in the mediation in good faith and have wasted the parties and the mediator's

time and resources. I understand the seriousness of this assertion; it is unique in my experience as a mediator in a field where the parties are known to assert their positions aggressively and sharp elbows in negotiations, although not welcome, are tolerated.

Dated: White Plains, New York
June 27, 2014

/s/ Robert D. Drain

Hon. Robert D. Drain

LightSquared Mediator's Report—Exhibit A

List of Mediation Participants Pursuant to the Order Selecting Mediator and Governing Mediation
Procedure ¶ 14(b)

<u>LightSquared - June 9, 2014 Mediation</u>				
	Last Name	First Name	Company	Contact Information
1.	Abbruzzese	Jerry	Harbinger Capital Partners	
2.	Ambruoso	Andrew	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-8967
3.	Baker	Nick	Simpson Thacher & Bartlett LLP	425 Lexington Avenue New York, NY 10017-3954 Tel: (212) 455-2032
4.	Basta	Paul	Kirkland & Ellis LLP	601 Lexington Avenue New York, NY 10022 Tel: (212) 446-4750
5.	Boylan	Neil	J.P. Morgan Chase Bank, N.A.	383 Madison Avenue New York, NY 10179 Tel: (212) 270-1410
6.	Brown	C.J.	The Blackstone Group, L.P.	345 Park Avenue New York, NY 10154 Tel: (212) 583-5582
7.	Carr	Alan	Fortress Investment Group	1345 Avenue of the Americas New York, NY 10105 Tel: (212) 798-6100
8.	Court	Nathan	Houlihan Lokey	10250 Constellation Blvd., 5th Floor Los Angeles, CA 90067 Tel. (310) 553-8871

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	Last Name	First Name	Company	Contact Information
9.	Daigle	David	Capital Fixed Income Investors	630 Fifth Ave., 36th Floor New York, NY 10111-0121 Tel: (212) 641-1748
10.	Davis	Ken	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park New York, NY 10036-6745 Tel: (212) 872-1000
11.	Dublin	Phil	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park New York, NY 10036-6745 Tel: (212) 872-1000
12.	Ergen	Cantey	SP Special Opportunities LLC	
13.	Falcone	Phil	Harbinger Capital Partners	450 Park Avenue, 30th Floor New York, NY 10022-2637 Tel: (212) 339-5800
14.	Forman	Dan	Willkie Farr & Gallagher LLP	787 Seventh Avenue New York, NY 10019-6099 Tel: (212) 728-8196
15.	Fraser	Bryce	Fortress Investment Group	One Market Plaza Spear Tower, 42nd Floor San Francisco, CA 94105 Tel: (415) 284-7444
16.	Friedman	David	Kasowitz Benson Torres & Friedman LLP	1633 Broadway New York, NY 10019-6799 Tel: (212) 506-1700
17.	Gartenberg	Karen	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5630
18.	Goldstein	Jayme	Stroock & Stroock & Lavan LLP	180 Maiden Lane New York, NY 10038-4982

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19.	Hansen	Kris	Stroock & Stroock & Lavan LLP	180 Maiden Lane New York, NY 10038-4982 Tel: (212) 806-5400
20.	Harris	Adam	Schulte Roth & Zabel LLP	919 Third Avenue New York, NY 10022 Tel: (212) 756-2000
21.	Hirschfeld	Mike	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5832
22.	Hootnick	Mark	Moelis	399 Park Avenue, 5th Floor New York, NY 10022 Tel: (212) 883-3595
23.	Joszeff	Steve	J.P. Morgan Chase Bank, N.A.	383 Madison Avenue New York, NY 10179 Tel: (212) 834-5225
24.	Kleinman	Adam	Mast Capital Management, LLC	200 Clarendon Street, 51st Floor Boston, MA 02116 Tel: (617) 375-3019
25.	Kronsberg	Joe	Cyrus Capital	399 Park Avenue, 39th Floor New York, NY 10022 Tel: (212) 380-5800
26.	Kurtz	Glenn	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-8252
27.	Lahaie	Meredith	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park New York, NY 10036-6745

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	Last Name	First Name	Company	Contact Information
				Tel: (212) 872-1000
28.	Lauria	Tom	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-2637
29.	Lu	Curtis	LightSquared	10802 Parkridge Blvd. Reston, VA 20191 Tel: (703) 390-2715
30.	McGivaren	Sharp	The Blackstone Group, L.P.	345 Park Avenue New York, NY 10154 Tel: (646) 482-8846
31.	McKnight	Drew	Fortress Investment Group	1345 Avenue of the Americas New York, NY 10105 Tel: (212) 798-6100
32.	Montagner	Marc	LightSquared	10802 Parkridge Blvd. Reston, VA 20191 Tel: (703) 390-2021
33.	Mundiya	Tariq	Willkie Farr & Gallagher LLP	787 Seventh Ave. New York, NY 10019-6099 Tel:
34.	Murgio	David	Harbinger Capital Partners	450 Park Avenue, 30th Floor New York, NY 10022 Tel: (212) 339-5129
35.	Neumark	Jack	Fortress Investment Group	1345 Avenue of the Americas New York, NY 10105 Tel: (212) 479-1516
36.	Palmer	Michael	Cerberus Capital Management, L.P.	875 Third Avenue New York, NY 10022 Tel: (212) 891-2100

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37.	Park	Karen	Schulte Roth & Zabel LLP	919 Third Avenue New York, NY 10022 Tel: (212) 756-2000
38.	Qusba	Sandy	Simpson Thacher & Bartlett LLP	425 Lexington Avenue New York, NY 10017-3954 Tel: (212) 455-3760
39.	Rogers	Christopher	Lumia Capital	116 New Montgomery Street, Suite 600 San Francisco, CA 94105
40.	Saad	Joe	J.P. Morgan Chase Bank, N.A.	383 Madison Avenue New York, NY 10179 Tel: (212) 270-6354
41.	Shiff	Adam	Kasowitz Benson Torres & Friedman LLP	1633 Broadway New York, NY 10019-6799 Tel: (212) 506-1700
42.	Smith	Doug	LightSquared	10802 Parkridge Blvd. Reston, VA 20191 Tel: (703) 390-2749
43.	Straccia	Bill	Cerberus Capital Management, L.P.	875 Third Avenue New York, NY 10022 Tel: (212) 891-2100
44.	Strickland	Rachel	Willkie Farr & Gallagher LLP	787 Seventh Avenue New York, NY 10019-6099 Tel: (212) 728-8544
45.	Sussberg	Josh	Kirkland & Ellis LLP	601 Lexington Avenue New York, NY 10022 Tel: (212) 446-4829
46.	Szanzer	Steven	Milbank, Tweed, Hadley &	One Chase Manhattan Plaza New York, NY 10005-1413

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Last Name First Name Company Contact Information				
			McCloy LLP	Tel: (212) 530-5120
47.	Winters	Julia	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-8541
48.	Winthrop	Eric	Houlihan Lokey	10250 Constellation Blvd., 5th Floor Los Angeles, CA 90067 Tel. 310 553 8871
49.	Zelin	Steve	The Blackstone Group, L.P.	345 Park Avenue New York, NY 10154 Tel: (212) 583-5886

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	Last Name	First Name	Company	Contact Information
50.	Abbruzzese	Jerry	Harbinger Capital Partners	
51.	Ambruoso	Andrew	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-8967
52.	Baker	Nick	Simpson Thacher & Bartlett LLP	425 Lexington Avenue New York, NY 10017-3954 Tel: (212) 455-2032
53.	Barr	Matt	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5194
54.	Basta	Paul	Kirkland & Ellis LLP	601 Lexington Avenue New York, NY 10022 Tel: (212) 446-4750
55.	Boylan	Neil	J.P. Morgan Chase Bank, N.A.	383 Madison Avenue New York, NY 10179 Tel: (212) 270-1410
56.	Brown	C.J.	The Blackstone Group, L.P.	345 Park Avenue New York, NY 10154 Tel: (212) 583-5582
57.	Carr	Alan	Fortress Investment Group	1345 Avenue of the Americas New York, NY 10105 Tel: (212) 798-6100
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60.	Davis	Ken	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park New York, NY 10036-6745 Tel: (212) 872-1000
61.	Dublin	Phil	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park New York, NY 10036-6745 Tel: (212) 872-1000
62.	Falcone	Phil	Harbinger Capital Partners	450 Park Avenue, 30th Floor New York, NY 10022-2637 Tel: (212) 339-5800
63.	Forman	Dan	Willkie Farr & Gallagher LLP	787 Seventh Avenue New York, NY 10019-6099 Tel: (212) 728-8196
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66.	Gartenberg	Karen	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5630
67.	Goldman	Neal	Fortress Investment Group	1345 Avenue of the Americas New York, NY 10105 Tel: (212) 798-6100

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68.	Goldstein	Jayne	Stroock & Stroock & Lavan LLP	180 Maiden Lane New York, NY 10038-4982 Tel: (212) 806-5400
69.	Hansen	Kris	Stroock & Stroock & Lavan LLP	180 Maiden Lane New York, NY 10038-4982 Tel: (212) 806-5400
70.	Harris	Adam	Schulte Roth & Zabel LLP	919 Third Avenue New York, NY 10022 Tel: (212) 756-2000
71.	Hirschfeld	Mike	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5832
72.	Hootnick	Mark	Moelis	399 Park Avenue, 5th Floor New York, NY 10022 Tel: (212) 883-3595
73.	Joszeif	Steve	J.P. Morgan Chase Bank, N.A.	383 Madison Avenue New York, NY 10179 Tel: (212) 834-5225
74.	Kase	Jamie	LightSquared	10802 Parkridge Blvd. Reston, VA 20191 Tel: (703) 390-2700
75.	Kleinman	Adam	Mast Capital Management, LLC	200 Clarendon Street, 51st Floor Boston, MA 02116 Tel: (617) 375-3019
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78.	Lahaie	Meredith	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park New York, NY 10036-6745 Tel: (212) 872-1000
79.	Lauria	Tom	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-2637
80.	Lu	Curtis	LightSquared	10802 Parkridge Blvd. Reston, VA 20191 Tel: (703) 390-2715
81.	McGivaren	Sharp	The Blackstone Group, L.P.	345 Park Avenue New York, NY 10154 Tel: (646) 482-8846
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85.	Murgio	David	Harbinger Capital Partners	450 Park Avenue, 30th Floor New York, NY 10022 Tel: (212) 339-5129
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89.	Qusba	Sandy	Simpson Thacher & Bartlett LLP	425 Lexington Avenue New York, NY 10017-3954 Tel: (212) 455-3760
90.	Reed	Peter	Mast Capital Management, LLC	200 Clarendon Street, 51st Floor Boston, MA 02116 Tel: (617) 375-3000
91.	Rogers	Christopher	Lumia Capital	116 New Montgomery Street, Suite 600 San Francisco, CA 94105
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98.	Sussberg	Josh	Kirkland & Ellis LLP	601 Lexington Avenue New York, NY 10022 Tel: (212) 446-4829
99.	Szanzer	Steven	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5120
100	Winters	Julia	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-8541
101	Winthrop	Eric	Houlihan Lokey	10250 Constellation Blvd., 5th Floor Los Angeles, CA 90067 Tel. 310 553 8871
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104	Ambruoso	Andrew	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-8967
105	Baker	Nick	Simpson Thacher & Bartlett LLP	425 Lexington Avenue New York, NY 10017-3954 Tel: (212) 455-2032
106	Barr	Matt	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5194
107	Basta	Paul	Kirkland & Ellis LLP	601 Lexington Avenue New York, NY 10022 Tel: (212) 446-4750
108	Boylan	Neil	J.P. Morgan Chase Bank, N.A.	383 Madison Avenue New York, NY 10179 Tel: (212) 270-1410
109	Brown	C.J.	The Blackstone Group, L.P.	345 Park Avenue New York, NY 10154 Tel: (212) 583-5582
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111	Court	Nathan	Houlihan Lokey	10250 Constellation Blvd., 5th Floor

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				Los Angeles, CA 90067 Tel. 310 553 8871
112	Daigle	David	Capital Fixed Income Investors	630 Fifth Ave., 36th Floor New York, NY 10111-0121 Tel: (212) 641-1748
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114	Dublin	Phil	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park New York, NY 10036-6745 Tel: (212) 872-1000
115	Ergen	Charles	SP Special Opportunities LLC	S.P. Special Opportunities LLC 787 Seventh Avenue New York, NY 10019-6099 Tel: (212) 728-8544
116	Falcone	Phil	Harbinger Capital Partners	450 Park Avenue, 30th Floor New York, NY 10022-2637 Tel: (212) 339-5800
117	Forman	Dan	Willkie Farr & Gallagher LLP	787 Seventh Avenue New York, NY 10019-6099 Tel: (212) 728-8196
118	Fraser	Bryce	Fortress Investment Group	One Market Plaza Spear Tower, 42nd Floor San Francisco, CA 94105 Tel: (415) 284-7444
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121	Goldman	Neal	Fortress Investment Group	1345 Avenue of the Americas New York, NY 10105 Tel: (212) 798-6100
122	Goldstein	Jayme	Stroock & Stroock & Lavan LLP	180 Maiden Lane New York, NY 10038-4982 Tel: (212) 806-5400
123	Hansen	Kris	Stroock & Stroock & Lavan LLP	180 Maiden Lane New York, NY 10038-4982 Tel: (212) 806-5400
124	Harris	Adam	Schulte Roth & Zabel LLP	919 Third Avenue New York, NY 10022 Tel: (212) 756-2000
125	Hirschfeld	Mike	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5832
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127	Joszeff	Steve	J.P. Morgan Chase Bank, N.A.	383 Madison Avenue New York, NY 10179 Tel: (212) 834-5225
128	Kase	Jamie	LightSquared	10802 Parkridge Blvd. Reston, VA 20191 Tel: (703) 390-2700
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131	Kurtz	Glenn	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-8252
132	Lahaie	Meredith	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park New York, NY 10036-6745 Tel: (212) 872-1000
133	Lauria	Tom	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-2637
134	Lu	Curtis	LightSquared	10802 Parkridge Blvd. Reston, VA 20191 Tel: (703) 390-2715
135	McGivaren	Sharp	The Blackstone Group, L.P.	345 Park Avenue New York, NY 10154 Tel: (646) 482-8846
136	McKnight	Drew	Fortress Investment Group	1345 Avenue of the Americas New York, NY 10105 Tel: (212) 798-6100
137	Montagner	Marc	LightSquared	10802 Parkridge Blvd. Reston, VA 20191 Tel: (703) 390-2021
138	Mundiya	Tariq	Willkie Farr & Gallagher LLP	787 Seventh Ave. New York, NY 10019-6099

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140	Neumark	Jack	Fortress Investment Group	1345 Avenue of the Americas New York, NY 10105 Tel: (212) 479-1516
141	Palmer	Michael	Cerberus Capital Management, L.P.	875 Third Avenue New York, NY 10022 Tel: (212) 891-2100
142	Park	Karen	Schulte Roth & Zabel	919 Third Avenue New York, NY 10022 Tel: (212) 756-2000
143	Qusba	Sandy	Simpson Thacher & Bartlett LLP	425 Lexington Avenue New York, NY 10017-3954 Tel: (212) 455-3760
144	Reed	Peter	Mast Capital Management, LLC	200 Clarendon Street, 51st Floor Boston, MA 02116 Tel: (617) 375-3000
145	Rogers	Christopher	Lumia Capital	116 New Montgomery Street, Suite 600 San Francisco, CA 94105
146	Saad	Joe	J.P. Morgan Chase Bank, N.A.	383 Madison Avenue New York, NY 10179 Tel: (212) 270-6354
147	Shiff	Adam	Kasowitz Benson Torres & Friedman LLP	1633 Broadway New York, NY 10019-6799

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148	Smith	Doug	LightSquared	10802 Parkridge Blvd. Reston, VA 20191 Tel: (703) 390-2749
149	Stone	Alan	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5285
150	Straccia	Bill	Cerberus Capital Management, L.P.	875 Third Avenue New York, NY 10022 Tel: (212) 891-2100
151	Strickland	Rachel	Willkie Farr & Gallagher LLP	787 Seventh Avenue New York, NY 10019-6099 Tel: (212) 728-8544
152	Sussberg	Josh	Kirkland & Ellis LLP	601 Lexington Avenue New York, NY 10022 Tel: (212) 446-4829
153	Szanzer	Steven	Milbank, Tweed, Hadley & McCloy LLP	One Chase Manhattan Plaza New York, NY 10005-1413 Tel: (212) 530-5120
154	Winters	Julia	White & Case	1155 Avenue of the Americas New York, NY 10036-2787 Tel: (212) 819-8541
155	Winthrop	Eric	Houlihan Lokey	10250 Constellation Blvd., 5th Floor Los Angeles, CA 90067 Tel. 310 553 8871
156	Zelin	Steve	The Blackstone Group, L.P.	345 Park Avenue New York, NY 10154

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